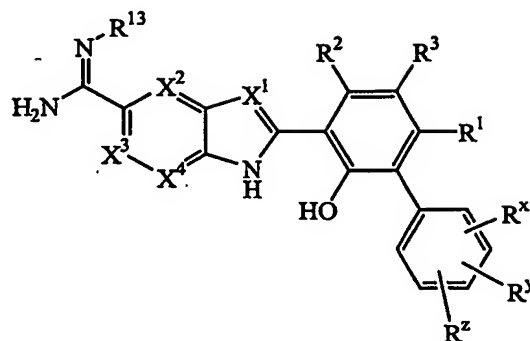


WE CLAIM:

1. A compound of Formula I:



I

wherein:

X^1 , X^2 , X^3 , and X^4 are independently -N- or -CR⁵- wherein R⁵ is hydrogen, alkyl, or halo with the proviso that not more than three of X^1 , X^2 , X^3 and X^4 are -N-;

R¹ is hydrogen, alkyl, halo, carboxy or aminocarbonyl;

R² is hydrogen, alkyl, or halo;

R³ is hydrogen, halo, alkyl, alkoxy, haloalkyl, haloalkoxy, haloalkylthio, haloalkylsulfonyl, cyanoalkyl, tetrazol-5-yl, tetrazol-5-ylalkyl, hydroxyalkylcarbonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, oxalyl, -NHSO₂R (where R is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl), -SO₂NHCOR⁶ (where R⁶ is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), -SO₃H, -(alkylene)-SO₃H, -CONR⁷R⁸, -CHCF₃NR⁷R⁸ or -COCONR⁷R⁸ (where R⁷ is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R⁸ is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl, aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, -(alkylene)-(OCH₂CH₂)_n R^b (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R⁷ and R⁸ together with the nitrogen atom to which they are attached form heterocycloalkylamino), -(alkylene)-CONR⁹R¹⁰ or -(alkylene)-CHCF₃NR⁹R¹⁰ (where R⁹ is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R¹⁰ is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl,

aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, $-(\text{alkylene})-(\text{OCH}_2\text{CH}_2)_n \text{R}^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R^9 and R^{10} together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-\text{CONHSO}_2\text{R}^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), $-(\text{alkylene})-\text{CONHSO}_2\text{R}^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, hydroxyalkyloxy, $-(\text{OCH}_2\text{CH}_2)_n-\text{R}^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), $-\text{NHCO}-(\text{alkylene})-\text{R}^a$ (where R^a is hydroxy, alkoxy, or $-\text{NR}^7\text{R}^8$ where R^7 and R^8 are as defined above), $-\text{OPO}_3\text{H}_2$, or $-(\text{alkylene})-\text{OPO}_3\text{H}_2$;

R^x is hydrogen, alkyl, alkylthio, halo, hydroxy, hydroxyalkyl, alkoxy, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, or nitro;

R^y is hydrogen, alkyl, or halo;

R^z is hydrogen, alkyl, haloalkyl, cycloalkyl, alkylthio, halo, hydroxy, hydroxyalkyl, nitro, cyano, alkoxy, alkoxyalkyl, alkoxyalkyloxy, hydroxyalkyloxy, aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, haloalkoxy, carboxy, carboxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, cyanoalkyl, alkylsulfonyl, alkylsulfonylalkyl, arylsulfonyl, heteroarylsulfonyl, carbamimidoyl, hydroxycarbamimidoyl, alkoxycarbamimidoyl, alkylsulfonylamino, alkylsulfonylaminoalkyl, alkoxysulfonylamino, alkoxysulfonylaminoalkyl, heterocycloalkylalkylaminocarbonyl, hydroxyalkoxyalkylaminocarbonyl, heterocycloalkylcarbonyl, heterocycloalkylcarbonylalkyl, heterocycloalkyl, heterocycloalkylalkyl, oxoheterocycloalkyl, oxoheterocycloalkylalkyl, heteroaryl, heteroaralkyl, ureido, alkylureido, dialkylureido, ureidoalkyl, alkylureidoalkyl, dialkylureidoalkyl, thioureido, thioureidoalkyl, $-\text{COR}^{12}$ (where R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-(\text{alkylene})-\text{COR}^{12}$ (where R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-\text{CONR}^{14}\text{R}^{15}$ (where R^{14} is hydrogen or alkyl and R^{15} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{14} and R^{15} together with the nitrogen atom to which they are attached form heterocycloamino), $-(\text{alkylene})-\text{CONR}^{16}\text{R}^{17}$ (where R^{16} is hydrogen, alkyl or hydroxyalkyl and R^{17} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{14} and R^{15} together with the nitrogen atom to which they are attached from heterocycloamino), $-\text{NR}^{18}\text{R}^{19}$ (where R^{18} is hydrogen or alkyl and R^{19} is hydrogen,

alkyl, acyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-(\text{alkylene})-\text{NR}^{20}\text{R}^{21}$ (where R^{20} is hydrogen, alkyl, or hydroxyalkyl and R^{21} is hydrogen, alkyl, acyl, alkoxyacetyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl), $-\text{SO}_2\text{NR}^{22}\text{R}^{23}$ (where R^{22} is hydrogen or alkyl and R^{23} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{22} and R^{23} together with the nitrogen atom to which they are attached from heterocycloamino), $-(\text{alkylene})-\text{SO}_2\text{NR}^{24}\text{R}^{25}$ (where R^{24} is hydrogen or alkyl and R^{25} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{24} and R^{25} together with the nitrogen atom to which they are attached from heterocycloamino), $-\text{NR}^{26}\text{SO}_2\text{NR}^{27}\text{R}^{28}$ (where R^{26} and R^{27} are independently hydrogen or alkyl, and R^{28} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{27} and R^{28} together with the nitrogen atom to which they are attached from heterocycloamino), $-(\text{alkylene})-\text{NR}^{29}\text{SO}_2\text{NR}^{30}\text{R}^{31}$ (where R^{29} and R^{30} are independently hydrogen or alkyl, and R^{31} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{30} and R^{31} together with the nitrogen atom to which they are attached from heterocycloamino), $-\text{CONH}-(\text{alkylene})-\text{NR}^{32}\text{R}^{33}$ where R^{32} is hydrogen or alkyl and R^{33} is alkyl, or aralkyl; and

R^{13} is hydrogen, hydroxy, (C_{1-10}) alkoxy, $-\text{C}(\text{O})\text{R}^{35}$ where R^{35} is alkyl, aryl, haloalkyl, or cyanoalkyl, or $-\text{C}(\text{O})\text{OR}^{36}$ where R^{36} is alkyl, hydroxyalkyl, alkoxyalkyl, alkoxyacetylalkyl, acyl, aryl, or haloalkyl; and

individual isomers, mixture of isomers, or a pharmaceutically acceptable salt thereof, provided that when R^3 is hydrogen, halo, alkyl, alkoxy, haloalkyl, haloalkoxy, $-\text{NHSO}_2\text{R}$, tetrazol-5-yl, tetrazol-5-ylalkyl, $-\text{CONR}^7\text{R}^8$ (where R^7 is hydrogen or alkyl, and R^8 is hydrogen or alkyl), $-(\text{alkylene})-\text{CONR}^9\text{R}^{10}$ (where R^9 and R^{10} together with the nitrogen atom to which they are attached form pyrrolidiny), aminoalkyloxy, carboxyalkyloxy, or aminocarbonylalkyloxy; and R^2 is hydrogen, alkyl, haloalkyl, halo, nitro, alkoxy, haloalkyl, carboxy, alkoxyacetyl, $-\text{NR}^{18}\text{R}^{19}$ (where R^{18} is hydrogen or alkyl and R^{19} is hydrogen, alkyl, aryl or aralkyl), pyrrolidinylcarbonyl, $-\text{SO}_2\text{NR}^{22}\text{R}^{23}$ (where R^{22} and R^{23} are alkyl), carbamimidoyl, alkylsulfonylamino, alkylthio, ureido, $-\text{NHC}(\text{S})\text{NH}_2$ or heterocycloamino, then R^x is hydroxy or hydroxyalkyl.

2. A compound of Claim 1 wherein:

R^3 is hydrogen, halo, alkyl, alkoxy, haloalkyl, haloalkoxy, cyanoalkyl, tetrazol-5-yl, tetrazol-5-ylalkyl, hydroxyalkylcarbonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, $-\text{NHSO}_2\text{R}$ (where R is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl), $-\text{SO}_2\text{NHCOR}^6$ (where R^6 is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or

heterocycloalkylalkyl), $-\text{CONR}^7\text{R}^8$ or $-\text{COCONR}^7\text{R}^8$ (where R^7 is hydrogen, alkyl, alkoxyalkyl, carboxyalkyl, hydroxyalkyl or phosphonoalkyl and R^8 is hydrogen, alkyl, alkoxyalkyl, $-(\text{alkylene})-(\text{OCH}_2\text{CH}_2)_n\text{R}^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aminoalkyl, aminocarbonylalkyl, aminocarbonylcarboxyalkyl, aminocarboxyalkyl, carboxyalkyl, hydroxyalkyl, phosphonoalkyl, sulfoalkyl, trimethylammonioalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl or heterocycloalkylalkyl or R^7 and R^8 together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-(\text{alkylene})-\text{CONR}^9\text{R}^{10}$ (where R^9 is hydrogen, alkyl, alkoxyalkyl, carboxyalkyl, hydroxyalkyl or phosphonoalkyl and R^{10} is hydrogen, alkyl, alkoxyalkyl, $-(\text{alkylene})-(\text{OCH}_2\text{CH}_2)_n\text{R}^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aminoalkyl, aminocarbonylalkyl, aminocarbonylcarboxyalkyl, aminocarboxyalkyl, carboxyalkyl, hydroxyalkyl, phosphonoalkyl, sulfoalkyl, trimethylammonioalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, or heterocycloalkylalkyl or R^9 and R^{10} together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-\text{CONHSO}_2\text{R}^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclalkyl, or heterocycloalkylalkyl), or $-(\text{alkylene})-\text{CONHSO}_2\text{R}^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), wherein any rings comprising R^3 are optionally substituted with one to six groups independently selected from hydroxy, hydroxyalkyl, alkoxyalkyl, carboxy, alkoxycarbonyl, aminoalkyl, guanidinoalkyl, alkyl or $-\text{CONR}^a\text{R}^b$ where R^a and R^b are independently hydrogen or alkyl; and

R^z is hydrogen, alkyl, haloalkyl, cycloalkyl, alkylthio, halo, hydroxy, hydroxyalkyl, nitro, cyano, alkoxy, alkoxyalkyl, alkoxyalkyloxy, hydroxyalkyloxy, aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, haloalkoxy, carboxy, carboxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, cyanoalkyl, alkylsulfonyl, alkylsulfonylalkyl, arylsulfonyl, heteroarylsulfonyl, carbamimidoyl, hydroxycarbamimidoyl, alkoxycarbamimidoyl, alkylsulfonylamino, alkylsulfonylaminoalkyl, alkoxysulfonylamino, alkoxysulfonylaminoalkyl, heterocycloalkylalkylaminocarbonyl, hydroxyalkoxyalkylaminocarbonyl, heterocycloalkylcarbonyl, heterocycloalkylcarbonylalkyl, heterocycloalkyl, heterocycloalkylalkyl, oxoheterocycloalkyl, oxoheterocycloalkylalkyl, heteroaryl, heteroaralkyl, ureido, alkylureido, dialkylureido, ureidoalkyl, alkylureidoalkyl, dialkylureidoalkyl, thioureido, thioureidoalkyl, $-\text{COR}^{12}$ (where R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-(\text{alkylene})-\text{COR}^{12}$ (where R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-\text{CONR}^{14}\text{R}^{15}$ (where R^{14} is hydrogen or alkyl and R^{15} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl,

heteroaryl or heteroaralkyl or R^{14} and R^{15} together with the nitrogen atom to which they are attached from heterocycloamino), $-(alkylene)-CONR^{16}R^{17}$ (where R^{16} is hydrogen, alkyl or hydroxyalkyl and R^{17} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{14} and R^{15} together with the nitrogen atom to which they are attached from heterocycloamino), $-NR^{18}R^{19}$ (where R^{18} is hydrogen or alkyl and R^{19} is hydrogen, alkyl, acyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-(alkylene)-NR^{20}R^{21}$ (where R^{20} is hydrogen, alkyl, or hydroxyalkyl and R^{21} is hydrogen, alkyl, acyl, alkoxycarbonyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl or heteroaralkyl), $-SO_2NR^{22}R^{23}$ (where R^{22} is hydrogen or alkyl and R^{23} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{22} and R^{23} together with the nitrogen atom to which they are attached from heterocycloamino), $-(alkylene)-SO_2NR^{24}R^{25}$ (where R^{24} is hydrogen or alkyl and R^{25} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{24} and R^{25} together with the nitrogen atom to which they are attached from heterocycloamino), $-NR^{26}SO_2NR^{27}R^{28}$ (where R^{26} and R^{27} are independently hydrogen or alkyl, and R^{28} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{27} and R^{28} together with the nitrogen atom to which they are attached from heterocycloamino), $-(alkylene)-NR^{29}SO_2NR^{30}R^{31}$ (where R^{29} and R^{30} are independently hydrogen or alkyl, and R^{31} is hydrogen, alkyl, aryl, aralkyl, heteroaryl or heteroaralkyl or R^{30} and R^{31} together with the nitrogen atom to which they are attached from heterocycloamino), $-CONH-(alkylene)-NR^{32}R^{33}$ where R^{32} is hydrogen or alkyl and R^{33} is alkyl), or aralkyl; and

R^{13} is hydrogen, hydroxy, (C_{1-10}) alkoxy, $-C(O)R^{35}$ where R^{35} is alkyl, aryl, haloalkyl, or cyanoalkyl, or $-C(O)OR^{36}$ where R^{36} is alkyl, hydroxyalkyl, acyl, or haloalkyl; or a pharmaceutically acceptable salt thereof.

3. A compound of Claim 2 in which R^3 is $-CONR^7R^8$, $-CH_2CONR^9R^{10}$ or $-C(CH_3)_2CONR^9R^{10}$ wherein:

R^7 and R^8 or R^9 and R^{10} both are hydrogen, carboxymethyl, 2-hydroxyethyl or 2-phosphonoethyl or

R^7 or R^9 is hydrogen or methyl and R^8 or R^{10} , respectively, is aminocarbonylmethyl, 1,2-aminocarbonylethyl, 2-aminocarbonyl-1-carboxyethyl, 5-amino-5-carboxypentyl, 2-carboxyethyl, carboxymethyl, 2-carboxy-3-[2-(2-ethoxy-ethoxy)-ethoxy]-propyl, dimethylaminomethyl, 3-dimethylaminopropyl, 2-hydroxy-1,1-bis-hydroxymethyl-ethyl, 2-hydroxy-1-hydroxymethylethyl, 1,2-dicarboxyethyl, methyl, 2-[2-(2-methylaminoethoxy)ethoxy]ethyl, 2-(4-methylpiperazin-1-yl)ethyl, 2-morpholin-4-ylethyl, 2,3,4,5,6-pentahydroxy-hexyl, 2-piperazin-1-ylethyl, 2-sulfoethyl,

3,4,5,6-tetrahydroxy-tetrahydro-pyran-2-ylmethyl, 2,4,5-trihydroxy-6-hydroxymethyl-tetrahydro-pyran-3-yl, 2,4,5-trihydroxy-6-hydroxymethyl-tetrahydro-pyran-3-ylcarbamoylmethyl, trimethylammonioethyl or 2-phosphonoethyl or R⁷ and R⁸ or R⁹ and R¹⁰ together with the nitrogen atom to which they are attached form 2-aminocarbonylpyrrolidin-1-yl, 2-carboxy-4-hydroxypyrrolidin-1-yl or 4-methylpiperazin-1-yl;

R^x is hydroxy at the 2'-position; and

R^z is aminosulfonyl or ureidomethyl at the 5 position; or
a pharmaceutically acceptable salt thereof.

4. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1.

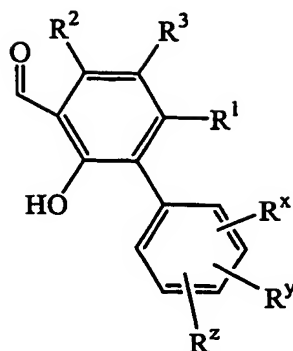
5. A method of treating a disease in an animal mediated by Factor VIIa which method comprises administering to said animal a pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable carrier.

6. The method of Claim 3 wherein the disorder is a thromboembolic disorder.

7. A method of treating a a thromboembolic disorder, which method comprises administering to said animal a pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 in combination with another anticoagulant agent(s) independently selected from a group consisting of a thrombin inhibitor, a factor IXa, a factor Xa inhibitor, Aspirin®, and Plavis®.

8. A method for inhibiting the coagulation of a biological sample comprising the administration of a compound of Claim 1.

9. An intermediate of Formula II:



II

wherein:

R^1 is hydrogen, alkyl, halo, carboxy or aminocarbonyl;

R^2 is hydrogen, alkyl, or halo;

R^3 is hydrogen, halo, alkyl, alkoxy, haloalkyl, haloalkoxy, haloalkylthio, haloalkylsulfonyl, cyanoalkyl, tetrazol-5-yl, tetrazol-5-ylalkyl, hydroxyalkylcarbonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, oxalyl, $-NH SO_2 R$ (where R is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl), $-SO_2 NHCOR^6$ (where R^6 is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), $-SO_3 H$, $-(alkylene)-SO_3 H$, $-CONR^7 R^8$, $-CHCF_3 NR^7 R^8$ or $-COCONR^7 R^8$ (where R^7 is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R^8 is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl, aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, $-(alkylene)-(OCH_2 CH_2)_n R^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R^7 and R^8 together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-(alkylene)-CONR^9 R^{10}$ or $-(alkylene)-CHCF_3 NR^9 R^{10}$ (where R^9 is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R^{10} is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl, aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, $-(alkylene)-(OCH_2 CH_2)_n R^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R^9 and R^{10} together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-CONHSO_2 R^{11}$ (where R^{11} is alkyl, aryl,

aralkyl, heteroaryl, heteroaralkyl, heterocyclalkyl, or heterocycloalkylalkyl), -(alkylene)-CONHSO₂R¹¹ (where R¹¹ is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, hydroxyalkyloxy, -(OCH₂CH₂)_n-R^b (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), -NHCO-(alkylene)-R^a (where R^a is hydroxy, alkoxy, or -NR⁷R⁸ where R⁷ and R⁸ are as defined above), -OPO₃H₂, or -(alkylene)-OPO₃H₂;

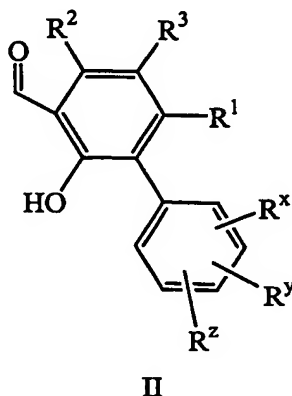
R^x is hydrogen, alkyl, alkylthio, halo, hydroxy, hydroxyalkyl, alkoxy, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, or nitro;

R^y is hydrogen, alkyl, or halo; and

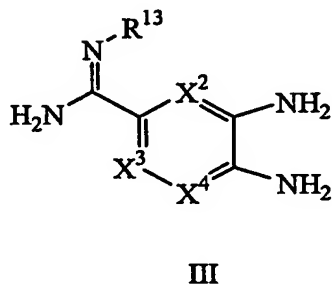
R^z is hydrogen, alkyl, haloalkyl, cycloalkyl, alkylthio, halo, hydroxy, hydroxyalkyl, nitro, cyano, alkoxy, alkoxyalkyl, alkoxyalkyloxy, hydroxyalkyloxy, aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, haloalkoxy, carboxy, carboxyalkyl, alkoxycarbonyl, alkoxycarbonylalkyl, cyanoalkyl, alkylsulfonyl, alkylsulfonylalkyl, arylsulfonyl, heteroarylsulfonyl, carbamimidoyl, hydroxycarbamimidoyl, alkoxycarbamimidoyl, alkylsulfonylamino, alkylsulfonylaminoalkyl, alkoxysulfonylamino, alkoxysulfonylaminoalkyl, heterocycloalkylalkylaminocarbonyl, hydroxyalkoxyalkylaminocarbonyl, heterocycloalkylcarbonyl, heterocycloalkylcarbonylalkyl, heterocycloalkyl, heterocycloalkylalkyl, oxoheterocycloalkyl, oxoheterocycloalkylalkyl, heteroaryl, heteroaralkyl, ureido, alkylureido, dialkylureido, ureidoalkyl, alkylureidoalkyl, dialkylureidoalkyl, thioureido, thioureidoalkyl, -COR¹² (where R¹² is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), -(alkylene)-COR¹² (where R¹² is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), -CONR¹⁴R¹⁵ (where R¹⁴ is hydrogen or alkyl and R¹⁵ is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), -(alkylene)-CONR¹⁶R¹⁷ (where R¹⁶ is hydrogen, alkyl or hydroxyalkyl and R¹⁷ is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), -NR¹⁸R¹⁹ (where R¹⁸ is hydrogen or alkyl and R¹⁹ is hydrogen, alkyl, acyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), -(alkylene)-NR²⁰R²¹ (where R²⁰ is hydrogen, alkyl, or hydroxyalkyl and R²¹ is hydrogen, alkyl, acyl, alkoxycarbonyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), -SO₂NR²²R²³ (where R²² is hydrogen or alkyl and R²³ is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl, or R²² and R²³ together with the nitrogen atom to which they are attached from heterocycloamino), -(alkylene)-SO₂NR²⁴R²⁵ (where R²⁴ is hydrogen or alkyl and R²⁵ is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R²⁴ and R²⁵ together with the nitrogen atom to which they are attached from heterocycloamino), -NR²⁶SO₂NR²⁷R²⁸ (where R²⁶ and R²⁷ are independently

hydrogen or alkyl, and R^{28} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R^{27} and R^{28} together with the nitrogen atom to which they are attached from heterocycloamino), - (alkylene)- $NR^{29}SO_2NR^{30}R^{31}$ (where R^{29} and R^{30} are independently hydrogen or alkyl, and R^{31} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R^{30} and R^{31} together with the nitrogen atom to which they are attached from heterocycloamino), -CONH-(alkylene)- $NR^{32}R^{33}$ where R^{32} is hydrogen or alkyl and R^{33} is alkyl), or aralkyl.

10. A process of preparing a compound of Claim 1 where X^1 is -N- comprising reacting a compound of Formula II:



with a compound of Formula III:



wherein:

R^3 is hydrogen, halo, alkyl, alkoxy, haloalkyl, haloalkoxy, haloalkylthio, haloalkylsulfonyl, cyanoalkyl, tetrazol-5-yl, tetrazol-5-ylalkyl, hydroxyalkylcarbonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, oxalyl, -NHSO₂R (where R is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl or heterocycloalkylalkyl), -SO₂NHCOR⁶ (where R⁶ is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), -SO₃H, -(alkylene)-SO₃H, -CONR⁷R⁸, -CHCF₃NR⁷R⁸ or -COCONR⁷R⁸ (where R⁷ is hydrogen, alkyl, hydroxyalkyl,

alkoxyalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R^8 is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl, aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, $-(alkylene)-(OCH_2CH_2)_n R^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R^7 and R^8 together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-(alkylene)-CONR^9R^{10}$ or $-(alkylene)-CHCF_3NR^9R^{10}$ (where R^9 is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl or phosphonoalkyl and R^{10} is hydrogen, hydroxy, alkyl, hydroxyalkyl, alkoxyalkyl, aminoalkyl, carboxyalkyl, sulfoalkyl, phosphonoalkyl, aminocarboxyalkyl, aminocarbonylcarboxyalkyl, trimethylammonioalkyl, aminocarbonylalkyl, $-(alkylene)-(OCH_2CH_2)_n R^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkylalkyl, heterocycloalkylaminocarbonylalkyl or 3-heterocycloalkyl-2-hydroxypropyl or R^9 and R^{10} together with the nitrogen atom to which they are attached form heterocycloalkylamino), $-CONHSO_2R^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), $-(alkylene)-CONHSO_2R^{11}$ (where R^{11} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylalkyl), aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, hydroxyalkyloxy, $-(OCH_2CH_2)_n-R^b$ (where n is an integer from 1 to 6 and R^b is hydrogen, alkyl, hydroxy, alkoxy, amino or alkylcarbonylamino), $-NHCO-(alkylene)-R^a$ (where R^a is hydroxy, alkoxy, or $-NR^7R^8$ where R^7 and R^8 are as defined above), $-OPO_3H_2$, or $-(alkylene)-OPO_3H_2$; and

R^2 is hydrogen, alkyl, haloalkyl, cycloalkyl, alkylthio, halo, hydroxy, hydroxyalkyl, nitro, cyano, alkoxy, alkoxyalkyl, alkoxyalkyloxy, hydroxyalkoxyloxy, aminoalkyloxy, carboxyalkyloxy, aminocarbonylalkyloxy, haloalkoxy, carboxy, carboxyalkyl, alkoxy carbonyl, alkoxy carbonylalkyl, cyanoalkyl, alkylsulfonyl, alkylsulfonylalkyl, arylsulfonyl, heteroarylsulfonyl, carbamimidoyl, hydroxycarbamimidoyl, alkoxy carbamimidoyl, alkylsulfonylamino, aminosulfonyl, alkylsulfonylaminoalkyl, alkoxy sulfonylamino, alkoxy sulfonylaminoalkyl, heterocycloalkylalkylaminocarbonyl, hydroxyalkoxyalkylaminocarbonyl, heterocycloalkylcarbonyl, heterocycloalkylcarbonylalkyl, heterocycloalkyl, heterocycloalkylalkyl, oxoheterocycloalkyl, oxoheterocycloalkylalkyl, heteroaryl, heteroaralkyl, ureido, alkylureido, dialkylureido, ureidoalkyl, alkylureidoalkyl, dialkylureidoalkyl, thioureido, thioureidoalkyl, $-COR^{12}$ (where

R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-(alkylene)-COR^{12}$ (where R^{12} is alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, or aminoalkyl), $-CONR^{14}R^{15}$ (where R^{14} is hydrogen or alkyl and R^{15} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-(alkylene)-CONR^{16}R^{17}$ (where R^{16} is hydrogen, alkyl or hydroxyalkyl and R^{17} is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-NR^{18}R^{19}$ (where R^{18} is hydrogen or alkyl and R^{19} is hydrogen, alkyl, acyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-(alkylene)-NR^{20}R^{21}$ (where R^{20} is hydrogen, alkyl, or hydroxyalkyl and R^{21} is hydrogen, alkyl, acyl, alkoxyalkyl, hydroxyalkyl, alkoxyalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl), $-SO_2NR^{22}R^{23}$ (where R^{22} is hydrogen or alkyl and R^{23} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl, or R^{22} and R^{23} together with the nitrogen atom to which they are attached from heterocycloamino), $-(alkylene)-SO_2NR^{24}R^{25}$ (where R^{24} is hydrogen or alkyl and R^{25} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R^{24} and R^{25} together with the nitrogen atom to which they are attached from heterocycloamino), $-NR^{26}SO_2NR^{27}R^{28}$ (where R^{26} and R^{27} are independently hydrogen or alkyl, and R^{28} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R^{27} and R^{28} together with the nitrogen atom to which they are attached from heterocycloamino), $-(alkylene)-NR^{29}SO_2NR^{30}R^{31}$ (where R^{29} and R^{30} are independently hydrogen or alkyl, and R^{31} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl or R^{30} and R^{31} together with the nitrogen atom to which they are attached from heterocycloamino), $-CONH-(alkylene)-NR^{32}R^{33}$ where R^{32} is hydrogen or alkyl and R^{33} is alkyl), or aralkyl; and R^{13} is hydrogen;

- (i) optionally modifying any of the R^1 , R^2 , R^3 , R^x , R^y , R^z , and R^{13} groups;
- (ii) optionally isolating individual isomers;
- (iii) optionally preparing an acid addition salt; and
- (iv) optionally preparing a free base;
- (v) optionally preparing an acid addition salt; and
- (vi) optionally preparing a free base.